

BRISTOL MYERS SQUIBB CO

Form 11-K

June 24, 2011

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

### FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 1-1136

A. Full title of the plan and the address of plan, if different from that of the issuer named below:

**BRISTOL-MYERS SQUIBB COMPANY**

**SAVINGS AND INVESTMENT PROGRAM**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**BRISTOL-MYERS SQUIBB COMPANY**

**345 PARK AVENUE**

**NEW YORK, NY 10154**

**(212) 546-4000**

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SIGNATURE

The Program

Pursuant to the requirements of the Securities Exchange Act of 1934, the Bristol-Myers Squibb Company Savings Plan Committee has duly caused this annual report to be signed on its behalf by the undersigned, hereunto duly authorized.

BRISTOL-MYERS SQUIBB COMPANY

SAVINGS AND INVESTMENT PROGRAM

Date: June 24, 2011

By: /s/ Jeffrey Galik  
Jeffrey Galik

Chairman, Bristol-Myers Squibb

Company Savings Plan Committee

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

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**Report of Independent Registered Public Accounting Firm**

To the Participants of the Bristol-Myers Squibb Company

Savings and Investment Program and the

Bristol-Myers Squibb Company Savings Plan Committee

We have audited the accompanying statement of net assets available for benefits of the Bristol-Myers Squibb Company Savings and Investment Program (the Program) as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Program's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Program's management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Bristol-Myers Squibb Company Savings and Investment Program as of December 31, 2010, and the changes in its net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

We have also audited the reclassification to the Program's December 31, 2009 statement of net assets available for benefits to retrospectively apply the adoption of a new accounting standard regarding the classification of participant loans. As discussed in Note 3 to the financial statements, such loans are segregated from investments in the accompanying December 31, 2010 statement of net assets available for benefits. In our opinion, such retrospective adjustments are appropriate and have been properly applied. However, we were not engaged to audit, review, or apply any attest procedures to the 2009 financial statements of the Program other than with respect to the retrospective reclassification and, accordingly, we do not express an opinion or any other form of assurance on the 2009 financial statements taken as a whole.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at year-end) is presented only for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Program's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ WithumSmith+Brown, PC

Morristown, New Jersey

June 24, 2011

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**Report of Independent Registered Public Accounting Firm**

To the Participants of the Bristol-Myers Squibb Company

Savings and Investment Program and the

Bristol-Myers Squibb Company Savings Plan Committee

We have audited, before the effects of the adjustments to retrospectively apply the change in accounting discussed in Note 3 to the financial statements, the accompanying statement of net assets available for benefits of the Bristol-Myers Squibb Company Savings and Investment Program (the Program) as of December 31, 2009 (the 2009 financial statement before the effects of the adjustments discussed in Note 3 to the financial statements is not presented herein). This financial statement is the responsibility of the Program's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. The Program is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statement, before the effects of the adjustments to retrospectively apply the change in accounting discussed in Note 3 to the financial statements, presents fairly, in all material respects, the net assets available for benefits of the Program as of December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

We were not engaged to audit, review, or apply any procedures to the adjustments to retrospectively apply the change in accounting discussed in Note 3 to the financial statements and, accordingly, we do not express an opinion or any other form of assurance about whether such retrospective adjustments are appropriate and have been properly applied. Those retrospective adjustments were audited by other auditors.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
June 25, 2010

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BRISTOL-MYERS SQUIBB COMPANY  
SAVINGS AND INVESTMENT PROGRAM  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2010 AND 2009

(Dollars in Thousands)	2010	2009
<b>Assets:</b>		
Participant directed investments, at fair value:		
Program interest in Savings Plan Master Trust	\$ 3,138,976	\$ 2,822,491
Receivables:		
Employer contributions	78,888	1,104
Participants contributions	2,694	2,306
Notes receivable from participants	17,717	14,971
Dividend receivable		6,781
Interest receivable		10
Total receivables	99,299	25,172
Net Assets Available for Benefits, at fair value	3,238,275	2,847,663
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(24,138)	(17,108)
Net Assets Available for Benefits	\$ 3,214,137	\$ 2,830,555

The accompanying notes are an integral part of these financial statements.

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BRISTOL-MYERS SQUIBB COMPANY  
 SAVINGS AND INVESTMENT PROGRAM  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 FOR THE YEAR ENDED DECEMBER 31, 2010

(Dollars in Thousands)

<b>Additions:</b>	
Program's share of net investment income in Savings Plan Master Trust	\$ 299,041
<b>Contributions:</b>	
Employer contributions	155,909
Participants contributions	148,429
Rollover contributions	9,268
Interest on notes receivable from participants	852
 Total additions	 613,499
 <b>Deductions:</b>	
Distributions and withdrawals	(229,505)
Administrative expenses	(412)
 Total deductions	 (229,917)
 Increase in net assets	 383,582
 <b>Net Assets Available for Benefits:</b>	
Beginning of Year	2,830,555
 End of Year	 \$ 3,214,137

The accompanying notes are an integral part of this financial statement.

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BRISTOL-MYERS SQUIBB COMPANY

SAVINGS AND INVESTMENT PROGRAM

NOTES TO FINANCIAL STATEMENTS

**NOTE 1 PROGRAM DESCRIPTION AND RELATED INFORMATION**

**Description of the Program** The Bristol-Myers Squibb Company Savings and Investment Program (the Program) is a defined contribution retirement plan that includes a cash or deferred arrangement as defined by Section 401(k) of the Internal Revenue Code of 1986, as amended (the Code), and is sponsored by Bristol-Myers Squibb Company (the Company). The Program is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and is intended to be a qualified plan under section 401(a) of the Code.

The description of the Program in the following notes provides only general information and does not modify any provision of the Program. Participants should refer to the Program's governing documents and/or Summary Program Description for a more complete description of the Program's provisions.

**Program Administration** The Bristol-Myers Squibb Company Savings Plan Committee (the Committee) is the Administrator, as defined by ERISA, of the Program and named fiduciary with respect to Program assets. Fidelity Employer Services Company provides recordkeeping services with respect to the Program. The assets of the Program are maintained in the Bristol-Myers Squibb Company Savings Plan Master Trust (the Savings Plan Master Trust), of which Fidelity Management Trust Company (Fidelity Trust) serves as directed trustee.

**Employee Eligibility** Any employee who meets certain service requirements, as defined in the Program documents, is eligible to participate in the Program. Employees who are or may become eligible to participate in the Program (participants) may participate following their date of hire, although the Company matching contributions previously did not begin until an eligible employee had attained six months of service as prescribed by the Program. Additionally, for eligible employees who were new to the Company or who as of December 31, 2009 had not satisfied the six month waiting period, matching contributions became available effective January 1, 2010, or as soon as they began contributing to the Program. Subsequently, the six month waiting period has been eliminated.

**Participant Contributions** Participants can elect to contribute up to 25% of his or her annual benefit salary or wages (as defined in the Program document) on a pre-tax and/or after-tax basis, in all events, subject to Internal Revenue Service (IRS) annual limits and non-discrimination test results. Effective January 1, 2010, the definition of salary or wages was expanded so that in addition to base salary or wages it now includes: (1) annual bonuses and sales bonuses; (2) overtime and shift differentials; and (3) merit payments. The expanded definition of salary or wages applies for purposes of determining employee contributions and all employer contributions made on behalf of each eligible participant. Prior to January 1, 2010, if an eligible employee did not make a pre-tax and/or after-tax contribution election within his or her first 180 days of employment (from date of hire), the Company automatically started making contributions to the Program in his or her name at the rate of 6% of his or her annual benefit salary or wages through pre-tax salary reductions starting with the first payroll period after the date that is 180 days after his or her date of hire. Effective January 1, 2010, automatic contributions began starting with the first payroll period after the date that is 45 days after his or her date of hire. These contributions will be identical to pre-tax contributions elected by a participant, including immediate 100% vesting and matched on the same terms. The participant may change the contribution rate, including ceasing all elective contributions, and may elect after-tax or a combination of pre-tax and after-tax elective contributions at any time. In the absence of an affirmative investment direction from the participant, 100% of the automatic contribution will be invested in the qualified default investment alternative, which is currently the T. Rowe Price Retirement Fund for the year closest to the year in which the participant would attain age 65. The Program also has an annual increase feature that allows participants to schedule an automatic increase in their pre-tax and/or after-tax contributions to the Program of 1% to 3% annually, subject in all events to the Program's maximum deferral rate of 25%.

The Program also allows for catch-up contributions for participants who are 50 years of age or older. Catch-up contributions are intended to give eligible participants the opportunity to make additional pre-tax contributions over the applicable IRS and Program limits. The catch-up contribution itself was limited to \$5,500 in 2010 and 2009. There is no Company match on catch-up contributions.

**Employer Contributions** During 2009, the Company contributed a matching contribution equal to 75% of pre-tax and/or after-tax contributions up to 6% of the participant's annual benefit salary or wages elected by a participant at the time of their contribution. Effective January 1, 2010, the Company's matching contribution increased from 75% to 100% for each dollar a participant contributes to the Program up to 6% of their total salary or wages.



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Effective January 1, 2010, the Company may make an additional annual contribution for each eligible employee regardless of whether the eligible employee contributes to the Program. As a default, the additional annual contribution is determined as a defined percentage of salary or wages, which ranges from 3% up to 6% based on points equal to the sum of age plus years of service, rounded up, as of the December 31<sup>st</sup> of the calendar year for which the contribution is made. An eligible employee must be actively employed, as defined in the Program documents, on December 31<sup>st</sup> of the year for which the contribution is made in order to receive an additional annual contribution unless the otherwise eligible employee is not actively at work on the last day of the year due to death, disability or retirement during the year or due to involuntary termination effective on or after September 30 of the year. At December 31, 2010, the Program accrued additional annual employer contributions of \$68.7 million, which were funded in 2011.

Effective January 1, 2010, the Company may also make a transition contribution for participants, who, as of December 31, 2009, have: (1) age plus service equal to at least 60; and (2) completed at least 10 years of vesting service. The transition contribution is equal to 2% of salary or wages. The eligible participant must continue to be actively employed on December 31<sup>st</sup> of the year for which the contribution is made in order to receive a transition contribution, subject to the same exceptions as indicated above. Transition contributions will continue for up to five years through December 31, 2014, as long as the eligible participant remains employed. At December 31, 2010, the Program accrued transition employer contributions of \$8.8 million, which were funded in 2011.

**Investment Decisions** The Program gives participants the opportunity to direct the manner in which contributions made to the Program in their name, including matching and, where applicable, additional annual and transition contributions, and earnings thereon, are invested among a variety of investment funds. During the years ended December 31, 2010 and 2009, contributions were invested in any one or more of the funds which comprise the Savings Plan Master Trust, see Note 5. Savings Plan Master Trust for further information regarding investments. The default fund for all contributions as to which no affirmative investment direction is given is currently the T. Rowe Price Retirement Fund for the year closest to the year in which the participant would attain age 65.

**Participant Accounts** Each participant's account under the Program is credited with the participant's elected pre-tax and/or after-tax contributions, the Company's matching contributions, and the participant's respective share of Program earnings and is charged with participant withdrawals and distributions, and the participant's respective share of Program losses. The benefit to which a participant is entitled is the participant's vested Program account.

**Participant Loans** While employed, a participant may request a loan from the Program. The amount of the loan may not exceed the lesser of (1) 50% of the participant's entire vested interest under the Program, determined as of the valuation date, or (2) \$50,000 less the highest outstanding loan balance during the previous 12 months. As permitted by IRS regulations and the terms of the Program, loans are secured by the balance in the participant accounts and bear interest at rates set by the Committee. Repayments and interest are credited to the Program account of the participant.

**Withdrawals Prior to Retirement** While employed, a participant may withdraw all or part of the employee and vested employer contributions, subject to certain restrictions imposed pursuant to the Program and excise taxes imposed by the Code.

**Vesting** Matching, additional annual and transition contributions vest at the rate of 20% for each year of qualifying service. In addition, upon becoming eligible for benefits under the Company's long-term disability benefits plan prior to July 1, 2010, death or normal retirement, or a change in control as defined in the Bristol-Myers Squibb Company Change in Control Separation Benefits Plan, a participant will become 100% vested in matching, additional annual, and transition contributions regardless of his or her years of service. Employees who become eligible for benefits under the Company's long term disability benefit plan on or after July 1, 2010, will continue to be credited with hours of service and vest ratably over a 5 year period. A participant is always 100% vested in pre-tax, after-tax, rollover contributions from other plans and catch-up contributions, as well as earnings thereon.

**Forfeitures** If a participant's employment terminates before he or she become fully vested, the unvested portion of matching contributions credited to his or her account are forfeited and may be used to reduce future matching contributions or pay expenses of Program administration. During the year ended December 31, 2010, matching contributions were reduced by \$0.5 million from forfeitures. At December 31, 2010 and

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2009, the balance of unused forfeited funds available to offset future employer matching contributions was \$0.2 million and \$0.7 million, respectively. Participants who return to work for the Company who were partially or fully vested prior to their termination will be reinstated to their previous level of vesting and may immediately enroll in the Program.

Termination of Employment and Payment of Benefits Upon the termination of employment, the participant, or in the event of his or her death, the participant's spouse or designated beneficiary, may, under varying circumstances, receive (1) a lump sum payment, (2) installment payments for a period between two and 15 years, and in the event there are minimum required distributions, the installment payment shall not exceed the joint life expectancy of the participant and the participant's spouse (five years if payment is by reason of death) or (3) an annuity for employees hired prior to October 1, 1994. If the participant chooses to have the payments

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made in annual installments, then the participant may also choose to have payments continue to his or her beneficiary if the participant dies before receiving all of the installments. If the participant chooses to have the payment made in installments and does not elect to have payments continue to his or her beneficiary on an installment basis, in the event of the participant's death, the beneficiary can choose to receive the unpaid balance in a single payment or over a period of two to five years. In each case the payment will be based on the vested value in the respective funds allocated to the participant.

**Net Transfers** A participant's account may be transferred to or from another qualified defined contribution plan sponsored by the Company if his or her employment status changes such that he or she becomes eligible to participate in a different plan. A participant's account could also be transferred to another company's qualified defined contribution plan if required by the terms of a Company transaction. Similarly, new accounts could be transferred in from another company's qualified defined contribution plan, if required under the terms of a business acquisition. For a discussion of significant transfer activity, see Note 2. Significant Program Activity.

**Payment of Benefits** Benefit payments are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Program, but have not yet been paid as of December 31, 2010 and 2009.

**Termination of the Program** Although the Company has not expressed any intent to do so, it has the right to discontinue its contributions, amend, and terminate the Program at any time in its sole discretion in accordance with the provisions of ERISA. If the Program is terminated, the interest of each participant in all unvested employer contributions will vest immediately.

**NOTE 2 SIGNIFICANT PROGRAM ACTIVITY**

During February 2009, Mead Johnson Nutrition Company (Mead Johnson) completed an initial public offering subsequent to which the Company held an 83.1% interest in Mead Johnson. In February 2009, there was a trust-to-trust asset transfer of approximately \$169.2 million from the Program to a Savings Program maintained by Mead Johnson. This transfer represented all Program assets associated with active employees of Mead Johnson as of February 9, 2009.

On December 23, 2009, the Company completed a divestiture of the remaining interest in Mead Johnson through a split-off by offering its previously owned 170 million shares of Mead Johnson common stock in exchange for 269 million outstanding shares of the Company's common stock. In conjunction with the split-off, participants in the Company Common Stock Fund had the one-time option to exchange one share of Bristol-Myers Squibb common stock held for a 0.6313 share of Mead Johnson common stock. Participants tendered 525,258 Bristol-Myers Squibb common shares for 331,595 Mead Johnson common shares initially valued at \$14.3 million. Balances can remain in the Mead Johnson Stock Fund for two years as of the split-off date but no new contributions or transfers into the Mead Johnson Stock Fund are permitted. Participants may direct the trustee to liquidate some or all of their holdings in the Mead Johnson Stock Fund at any time during this two year period and reinvest the proceeds in other funds available under this Program. The fund will be discontinued effective December 22, 2011. Any remaining participant balances will be transferred, at that date, to other funds offered by the Program as directed by Program participants. If no direction is provided, then the remaining balance will be transferred to the T. Rowe Price Retirement Fund for the year closest to the year in which the participant would attain age 65.

Effective September 1, 2009, the Fixed Income Fund, including the Fidelity Institutional Cash Portfolio Money Market Fund and Guaranteed Investment Contracts (GICs), was transferred to the Galliard Fixed Income Fund. This fund is comprised of GICs and synthetic GICs as well as a collective trust fund. The previous Fixed Income Fund utilized a constant \$1 NAV and interest was posted once a month to participant accounts. For the Galliard Fixed Income Fund, interest earned is reflected by a daily increase in the NAV and is included in the net appreciation in the fair value of investments.

On September 1, 2009, the Company announced the completion of the acquisition of all outstanding shares of common stock of Medarex, Inc. (Medarex) that were not already owned by the Company. As a result of the transaction, Medarex became a wholly-owned subsidiary of the Company. In connection with the acquisition of Medarex, effective September 1, 2009, the Medarex, Inc. 401(k) Savings Plan (Medarex Savings Plan) was amended to provide that a participant's matching contribution account would be fully vested with respect to participants whose

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employment is involuntarily terminated for any reason, including cause, within the 12-month period immediately following Medarex's merger with the Company. Effective January 1, 2011, the Medarex Savings Plan assets were merged into the Savings Plan Master Trust.

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On October 12, 2010, the Company announced the completion of the acquisition of all outstanding shares of common stock of ZymoGenetics, Inc. (ZymoGenetics). As a result of the transaction, ZymoGenetics became a wholly-owned subsidiary of the Company. Effective July 1, 2011, the ZymoGenetics, Inc. 401(k) Retirement Plan assets will be merged into the Savings Plan Master Trust.

**NOTE 3 BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting** The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

**Investment Valuation** The assets of the Program, as well as the assets of the Bristol-Myers Squibb Company Employee Incentive Thrift Plan (the Thrift Plan) and the Bristol-Myers Squibb Puerto Rico, Inc. Savings and Investment Program (the Puerto Rico Program) are maintained in the Savings Plan Master Trust, see Note 5. Savings Plan Master Trust. For a discussion of the valuation policies for each investment class, see Note 4. Fair Value Measurement.

**Income Recognition** Interest, dividends, and realized and unrealized gains/(losses) earned/(incurred) from participation in the Savings Plan Master Trust are allocated to the Program based upon participants' account balances and activity. This investment activity is presented on a net basis in the Statement of Changes in Net Assets Available for Benefits as the Program's share of net investment income in the Savings Plan Master Trust and is accounted for as follows:

Interest is accrued by the Savings Plan Master Trust as earned.

Dividends are recorded on the ex-dividend date.

Purchases and sales of securities are recorded by the Savings Plan Master Trust on a trade-date basis.

Realized gains and losses for security transactions are reported using the average cost method.

**Expenses** All expenses incurred by the Program are the obligation of the Program and are payable by the Savings Plan Master Trust fund's assets unless the Company, in its sole discretion, pays such expenses, in which event, the Company may request and the Savings Plan Master Trust may provide reimbursement to the Company. Management fees charged to the Program for investments are deducted from income earned on a daily basis and are not separately reflected in the Program's share of net investment income in the Savings Plan Master Trust. Consequently, management fees are reflected as a reduction of investment return for such investments.

**Use of Estimates** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions to the net assets available for benefits during the reporting period. Actual results may or may not differ from estimated results.

**Financial Instruments and Investments** The Savings Plan Master Trust holds various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. The Savings Plan Master Trust is exposed to credit loss in the event of non-performance by the GIC issuers. However, GIC issuer non-performance is not considered probable and the risk to the Savings Plan Master Trust portfolio from credit loss is mitigated by the diversified nature of the assets held. Due to the level of risk

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associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is reasonably possible that significant changes in the values of investment securities could occur in the near term and such changes could have a material adverse effect on the Program's financial statements.

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**Income Taxes and Tax Status** In the Program's latest determination letter dated July 8, 2003, the IRS stated that the Program, as then designed, was in compliance with the applicable requirements of the Code. Although the Program has been amended and restated since receiving the determination letter, the Program Administrator believes, to the best of its knowledge, that the Program is currently designed and operated in material compliance with the applicable requirements of the Code and ERISA, and that the Program and Savings Plan Master Trust continue to be exempt from federal income taxes pursuant to Section 501 of the Code. Accordingly, no provision for income taxes has been included in the Program's financial statements. Contributions made by participants on a pre-tax basis, the Company's matching and, where applicable, additional annual and transition contributions, and the earnings thereon are not included in participants' gross income for purposes of federal income taxes until distributed from the Program. The Company applied for an updated determination letter during 2011. The application is currently under review by the IRS.

U.S. GAAP requires Program management to evaluate tax positions taken by the Program and recognize a related tax liability (or asset) if the program has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Program management has analyzed the tax positions taken by the Program, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Program is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Program management believes it is no longer subject to income tax examinations for years prior to 2007. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

**Recently Issued Accounting Standards** In September 2010, the Financial Accounting Standards Board (FASB) issued a new standard which required participant loans to be classified as notes receivable from participants, which are to be segregated from investments in the Program's financial statements. The standard eliminates the requirement to report the fair value of participant loans, which are now measured at their unpaid principal balance plus accrued but unpaid interest. This standard is effective for the Program's year ended December 31, 2010. As a result of retrospective application from the adoption of this accounting standard, participant loan amounts as of December 31, 2009 have been reclassified from investments to notes receivable from participants to conform to the current year presentation.

In January 2010, the FASB issued a new standard adding new disclosure requirements for transfers of Level 1 and 2 assets, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. The standard is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. Adoption of this standard did not impact the Program's financial statements.

**NOTE 4 FAIR VALUE MEASUREMENT**

Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Program utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The fair values of Savings Plan Master Trust investments held are classified into the following fair value hierarchy levels:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices for similar instruments, quoted prices for identical or similar instruments in markets that are not active, or other observable inputs that can be corroborated by market data for substantially the full term of the assets or liabilities

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

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The Savings Plan Master Trust's investment valuation policies for each investment class are as follows:

The Company Stock Fund and Mead Johnson Stock Fund consist primarily of shares of common stock of Bristol-Myers Squibb Company and Mead Johnson Nutrition Company, respectively, and are valued based upon quoted prices at the last reported sales price at the end of the year, or, if there was not a sale that day, the last reported bid price. From time to time, the Company Stock Fund and Mead Johnson Stock Fund may invest in U.S. government obligations or other investments of a

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SAVINGS AND INVESTMENT PROGRAM

NOTES TO FINANCIAL STATEMENTS

short-term nature, which will ultimately be used for the purchase of shares of common stock of the Bristol-Myers Squibb Company and Mead Johnson Nutrition Company, respectively. Such investments are valued at cost plus interest earned, which approximates fair value.

Mutual funds are valued at quoted market prices which represent the net asset value of shares held at year end.

Money market funds are valued at cost plus interest earned, which approximates fair value.

Common collective trust (CCT) fund fair values are determined daily by the respective fund manager and represent the net asset value (NAV) of the underlying investments within the respective CCT s. The net asset value represents the price at which Program participants would transact their respective CCT interest at any point in time. The CCTs are comprised of equity index funds and equity funds primarily invested in publicly traded securities, cash investments, and other short term investments. There were no significant unfunded commitments or restrictions on redemptions related to the CCTs as of December 31, 2010.

Fixed Income Fund investments include fully benefit-responsive investment contracts, comprised of traditional guaranteed investment contracts (GICs), security-backed contracts (synthetic GICs), and the Wells Fargo Stable Return Fund, a fixed income collective trust fund. These investments are stated at fair value within the Program s interest in Savings Plan Master Trust line item and then adjusted on a separate line item to contract value in the Statements of Net Assets Available for Benefits. The Fixed Income Fund utilizes a NAV that reflects interest earned by a daily increase to NAV. There were no significant unfunded commitments or restrictions on redemptions related to the Fixed Income Fund as of December 31, 2010.

The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

The fair value of synthetic GICs equals the total of the fair value of the underlying assets plus the fair value of the wrapper contract. A wrapper contract is an agreement by another party to make payments to the Fixed Income Fund in certain circumstances. The fair value of these wrapper contracts was not considered to be material as of December 31, 2010 and 2009. Wrapper contracts are designed to allow synthetic GIC portfolios to maintain NAV and to ensure the future minimum interest crediting rate does not fall below zero. The assets underlying the synthetic GICs were primarily comprised of U.S. government securities in fixed income funds. The fair value of the fixed income funds is determined by the respective fund manager on a daily basis and represents the NAV of the underlying investments. In the event that wrapper contracts fail to perform as intended, the Fixed Income Fund s NAV may decline if the market value of its assets decline. The Fixed Income Fund s ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer s ability to meet their financial obligations. The wrapper issuer s ability to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fixed Income Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrapper contracts covering all of its underlying assets. This could result from the Fund s inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are non-transferable and have no trading market. There are a limited number of wrapper issuers.

The fair value of the Wells Fargo Stable Return Fund is determined by the fund manager on a daily basis and represents the NAV of the underlying investments. The Wells Fargo Stable Return Fund primarily invests in GICs, synthetic GICs, and cash equivalents.

The valuation methods as described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Program believes its valuation methods are appropriate and consistent with other market participants, the

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use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

For the Program's Savings Plan Master Trust investments by fair value hierarchy level described above, see Note 5. Savings Plan Master Trust.

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**NOTE 5 SAVINGS PLAN MASTER TRUST**

The Program's investment assets are held in the Savings Plan Master Trust. The Savings Plan Master Trust is a tax-exempt collective trust described in Revenue Ruling 81-100. The Program's share of the Savings Plan Master Trust's net assets and investment activities is based upon the total of each individual participant's share of the Savings Plan Master Trust.

The major categories of investments within the Statements of Net Assets Available for Benefits of the Savings Plan Master Trust as of December 31 were as follows:

(Dollars in Thousands)	2010	2009
<b>Investments:</b>		
<b>Level 1</b>		
<i>Company Stock Funds</i>		
*Company Stock Fund Bristol-Myers Squibb Company Common Stock	\$ 594,638	\$ 583,877
*Mead Johnson Stock Fund Mead Johnson Nutrition Company Common Stock	19,109	15,279
<i>Mutual Funds:</i>		
<i>Growth/Growth and Income Funds</i>		
*Fidelity Growth Company Fund	399,275	329,920
*Fidelity Puritan Fund	114,170	94,622
<i>Bond Index Funds</i>		
*Fidelity U.S. Bond Index Fund	189,162	158,767
<i>Equity Funds</i>		
Dreyfus Appreciation Fund, Inc.	72,494	57,442
Vanguard Total International Stock Index Fund Investor Class	129,407	118,940
American Funds EuroPacific Growth Fund Class R5	130,329	120,182
<i>Asset Allocation Funds</i>		
T. Rowe Price Retirement Funds	106,632	50,701
<i>Money Market Funds and Other</i>		
*Company Stock Fund Fidelity Management Trust Company Institutional Cash Portfolio	6,004	8,211
*Fidelity Retirement Money Market Portfolio	198,627	203,074
<b>Total Level 1 Investments</b>	<b>1,959,847</b>	<b>1,741,015</b>
<b>Level 2</b>		
<i>Fixed Income Funds</i>		
Wells Fargo Stable Return Fund (Note 6)	78,414	162,881
Synthetic GICs (Note 6)	332,879	171,326
<i>Common Collective Trust Funds:</i>		
<i>Equity Index Funds</i>		
*Fidelity U.S. Equity Index Commingled Pool Class 2	254,259	231,470
Northern Trust Global Investments QM Daily Russell 2000 Equity Index Fund	125,544	95,977
<i>Equity Funds</i>		
The Goldman Sachs Collective Trust Strategic Value Fund	136,596	126,750
Jennison Associates Small Capital Core Equity Fund	78,179	47,996
<b>Total Level 2 Investments</b>	<b>1,005,871</b>	<b>836,400</b>

**Level 3**

Fixed Income Fund GICs (Note 6)	300,341	369,683
Total Investments, at fair value	3,266,059	2,947,098
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(25,272)	(18,599)
Net Assets of the Savings Plan Master Trust	\$ 3,240,787	\$ 2,928,499
Program's interest in Savings Plan Master Trust, at fair value	\$ 3,138,976	\$ 2,822,491
Program's interest in Savings Plan Master Trust, as a percentage of the total investments, at fair value	96%	96%

\*Denotes a party-in-interest to the Program.

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The Program's estimated share of investments within the Savings Plan Master Trust stated at fair value that represented 5% or more of the Program's net assets available for benefits as of December 31, 2010 and 2009 were as follows:

(Dollars in Thousands)	2010	2009
<b>Investments:</b>		
Company Stock Fund - Bristol-Myers Squibb Company Common Stock	\$ 547,076	\$ 534,394
Fidelity Growth Company Fund	391,339	323,529
Fidelity Retirement Money Market Portfolio	193,191	197,086
Fidelity U.S. Bond Index Fund	183,649	154,176
Fidelity U.S. Equity Index Commingled Pool - Class 2	248,291	225,972
Fixed Income Fund - Synthetic GICs*	326,217	167,756
Fixed Income Fund - GICs**	279,402	339,677
Fixed Income Fund - Wells Fargo Stable Return Fund***	****	156,628

\* The contract value of this investment was \$319,259 and \$168,031 at December 31, 2010 and 2009, respectively.

\*\* The contract value of this investment was \$264,071 and \$323,370 at December 31, 2010 and 2009, respectively.

\*\*\* The contract value of this investment was \$155,550 at December 31, 2009.

\*\*\*\* This investment did not meet the 5% threshold at December 31, 2010.

The following table summarizes the activity for those financial assets within the Savings Plan Master Trust where fair value measurements are estimated utilizing Level 3 inputs during 2010 and 2009:

(Dollars in Thousands)	Fixed Income Fund	GICs
	2010	2009
Fair value as of January 1	\$ 369,683	\$ 565,075
Unrealized (losses)/gains included in Statements of Changes in Net Assets Available for Benefits	(1,698)	7,652
Purchases, sales, issuances, and settlements, net	(67,644)	(203,044)
Fair value as of December 31	\$ 300,341	\$ 369,683

The total net investment income of the Savings Plan Master Trust for the year ended December 31, 2010 was as follows:

(Dollars in Thousands)	
<b>Net investment income:</b>	
Interest income	\$ 6,795
Dividend income	29,676
Net appreciation in fair value of investments	272,685
<b>Total net investment income</b>	<b>\$ 309,156</b>

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The net appreciation in the fair value of the Savings Plan Master Trust investments (including gains and losses on investments bought and sold, as well as held during the year) by major category of investment for the year ended December 31, 2010 were as follows:

(Dollars in Thousands)

### **Level 1**

Company and Mead Johnson Stock Funds	\$ 35,174
Growth/Growth and Income Funds	78,294
Bond Index Funds	3,635
Equity Funds	28,461
Asset Allocation Funds	9,864

### **Level 2**

Equity Index Funds	60,007
Equity Funds	31,659
Fixed Income Funds	27,289

### **Level 3**

Fixed Income Funds	(1,698)
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Net appreciation in fair value of investments	\$ 272,685
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BRISTOL-MYERS SQUIBB COMPANY  
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**NOTE 6 FIXED INCOME FUND**

The Program offers a Fixed Income Fund, within the Savings Plan Master Trust, as an investment available to participants. The Fixed Income Fund holds GICs and synthetic GICs with various issuers in several fully benefit-responsive investment contracts plus a collective trust fund which provide a guarantee of principal and interest at a guaranteed rate. Each fully benefit-responsive investment contract is presented in the Statements of Net Assets Available for Benefits at fair value within the Program's interest in the Savings Plan Master Trust line item and then adjusted on a separate line item in the Statement of Net Assets Available for Benefits to contract value. Contract value represents contributions made to the fund, plus earnings on the underlying investments, less participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at any time at contract value, which represents the Fixed Income Fund's NAV, as reported by the fund manager. Certain events may limit the ability of the fund to transact at contract value with the issuer, such as premature termination of the contracts by the fund, significant plant closings, significant layoffs, plan terminations, bankruptcy, mergers, or the Program's loss of its qualified status. Program management believes that the occurrence of events that would cause participants to transact at less than contract value is not probable. The issuers may not terminate a contract at any amount less than contract value.

There are currently no reserves against contract value for credit risk of the contract issuers or otherwise.

The GIC and synthetic GIC issuers are contractually obligated to pay the principal and specified interest rate that is guaranteed to the Program. All contracts pay interest on a net basis. The crediting interest rate is reset and declared on a daily basis. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than the percentage based on the individual contracts which range during 2010 from 2.23% to 5.86% for the Program. The Program's Fixed Income Fund crediting interest rate was 3.8% and 4.1% as of December 31, 2010 and 2009, respectively. The key factors that influence future interest crediting rates for a wrapper contract include current interest rates, the investment returns generated by the fixed income investments that back the wrapper contract, and the duration of the underlying investments backing the wrapper contract. At any point in time, the Fixed Income Fund's average yield will be a combined rate based upon the balances and the interest rates of the investments which comprise the fund, and depends on the amount of contributions invested in the fund, the amounts withdrawn from the fund and the amounts transferred to and from the fund. The fund's average yield is measured by the investment manager using general market reporting methods. The crediting interest rate at any date is the weighted-average of the yields on the individual contracts and other investments in the Fixed Income Fund on that date.

The average yields for investment contracts with issuers for the years ended December 31, 2010 and 2009 were as follows:

	2010	2009
Average yields:		
Based on annualized earnings <sup>(1)</sup>	3.48%	4.14%
Based on interest rate credited to participants <sup>(2)</sup>	3.78%	4.12%

(1) Computed by dividing the annualized one-day actual earnings of the investment contract on the last day of the Program year by the fair value of the investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the Program year by the fair value of the investments on the same date.

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BRISTOL-MYERS SQUIBB COMPANY  
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Fixed Income Fund investments as of December 31, 2010 and 2009 were as follows:

	S&P Rating*	2010	Per Annum		Per Annum		Maturity Dates on Contracts Held
			Interest Rates on Contracts	Held in 2010	2009	Interest Rates on Contracts	
(Dollars in Thousands)							
<b>Guaranteed Investment Contracts:</b>							
Hartford Life Insurance Company	A	\$ 56,656	5.12%	\$ 53,434	5.12%	2012	
Hartford Life Insurance Company	A	39,510	5.86%	38,147	5.86%	2012	
Metropolitan Life Insurance Company	AA-	83,836	5.31%	80,723	5.31%	2013	
New York Life Insurance Company	AAA	8,146	5.56%	7,960	5.56%	2011	
Principal Mutual Life Insurance Company	A+		4.99%	34,300	4.99%	2010	
Principal Mutual Life Insurance Company	A+		5.47%	4,658	5.47%	2010	
Prudential Life Insurance Company	AA-		5.03%	40,208	5.03%	2010	
Prudential Life Insurance Company	AA-	7,087	4.81%	10,158	4.81%	2012	
Prudential Life Insurance Company	AA-	105,106	4.20%	100,095	4.20%	2013	
<b>Total Guaranteed Investment Contracts, at fair value</b>		<b>300,341</b>		<b>369,683</b>			
<b>Synthetic Guaranteed Investment Contracts:</b>							
J.P. Morgan Chase Bank, N.A.	AA-	85,075	2.87%	80,521	2.90%		
Monumental Life Insurance Company	AA-	160,506	3.54%	90,805	3.89%		
United of Omaha Life Insurance Company	AA-	87,298	2.23%				
<b>Total Synthetic Guaranteed Investment Contracts, at fair value</b>		<b>332,879</b>		<b>171,326</b>			
<b>Collective Trust Fund:</b>							
Wells Fargo Stable Return Fund, at fair value	AA-	78,414		162,881			
<b>Total Fixed Income Fund Investments, at fair value</b>		<b>\$ 711,634</b>		<b>\$ 703,890</b>			

\*As of December 31, 2010.

**NOTE 7 RECONCILIATION TO FORM 5500**

The accompanying financial statements present fully benefit-responsive synthetic GICs held in the Fixed Income Fund at contract value. The Form 5500 requires fully benefit-responsive synthetic GICs to be reported at fair value. Therefore, the adjustment from fair value to contract value for fully benefit-responsive synthetic GICs represents a reconciling item. Additionally, the Form 5500 requires the Savings Plan Master Trust to file a separate 5500 as a direct filing entity, which includes the total Savings Plan Master Trust administrative expenses per Schedule C *Service Provider Information*. As such, the Program does not report administrative expenses attributable to the Savings Plan Master Trust on the

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Program Form 5500 filing. The Form 5500 also requires participant loans to be recorded as investments, while U.S. GAAP requires participant loans to be recorded as notes receivable from participants.

The following is a reconciliation of the Program interest in the Savings Plan Master Trust per the financial statements to the Form 5500 as of December 31:

(Dollars in Thousands)	2010	2009
Program interest in Savings Plan Master Trust per the financial statements	\$ 3,138,976	\$ 2,822,491
Less: Adjustment from fair value to contract value for fully benefit-responsive contracts	(24,138)	(17,108)
Add: Adjustment from contract value to fair value for fully benefit-responsive synthetic GICs	8,662	801
Value of interest in master trust investment accounts per the Form 5500	\$ 3,123,500	\$ 2,806,184

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SAVINGS AND INVESTMENT PROGRAM  
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The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

(Dollars in Thousands)	2010	2009
Net assets available for benefits per the financial statements	\$ 3,214,137	\$ 2,830,555
Add: Adjustment from contract value to fair value for fully benefit-responsive synthetic GICs	8,662	801
Net assets available for benefits per the Form 5500	\$ 3,222,799	\$ 2,831,356

The following is a reconciliation of the Program's share of net investment income in the Savings Plan Master Trust per the financial statements to the Form 5500 for the year ended December 31, 2010:

(Dollars in Thousands)	
Program's share of net investment income in Savings Plan Master Trust per the financial statements	\$ 299,041
Less: Administrative expenses related to the Savings Plan Master Trust per the financial statements	(412)
Add: Adjustment from contract value to fair value for fully benefit-responsive synthetic GICs	8,662
Net investment gain from master trust investment accounts per the Form 5500	\$ 307,291

The following is a reconciliation of the total additions per the financial statements to the Form 5500 for the year ended December 31, 2010:

(Dollars in Thousands)	
Total additions per the financial statements	\$ 613,499
Less: Administrative expenses related to the Savings Plan Master Trust per the financial statements	(412)
Add: Adjustment from contract value to fair value for fully benefit-responsive synthetic GICs	8,662
Total income per the Form 5500	\$ 621,749

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2010:

(Dollars in Thousands)	
Increase in net assets available for benefits per the financial statements	\$ 383,582
Add: Adjustment from fair value to contract value for fully benefit-responsive synthetic GICs	8,662
Total net income per the Form 5500	\$ 392,244

**NOTE 8 EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

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Certain Program investments are shares in registered mutual funds or units in pooled investment funds managed by affiliates of Fidelity Trust through the Savings Plan Master Trust. The transactions involving the registered mutual funds are exempt party-in-interest transactions pursuant to the Department of Labor Prohibited Transaction Class Exemption 77-4 and the transactions involving the pooled investment funds are exempt party-in-interest transactions pursuant to Section 408(b)(8) of ERISA. The Program also invests in shares of the Company and Mead Johnson. As of December 31, 2010 and 2009, the Program held 20.7 million shares and 21.3 million shares, respectively, of Company common stock with a cost basis of \$478.6 million and \$485.2 million, respectively. During the year ended December 31, 2010, the Program recorded dividend income on the Company's common stock of \$18.6 million. As of December 31, 2010 and 2009, the Program held 294 thousand shares and 334 thousand shares, respectively, of Mead Johnson common stock with a cost basis of \$11.2 million and \$12.7 million, respectively. During the year ended December 31, 2010, the Program recorded dividend income on Mead Johnson's common stock of \$279 thousand. The transactions in Company and Mead Johnson common stock were exempt party-in-interest transactions pursuant to Section 408(e) of ERISA. In addition, certain Program participants borrowed from the Program. As of December 31, 2010 and 2009, the outstanding loans of the Program participants were \$17.7 million and \$15.0 million, respectively, with interest rates ranging from 4.25% to 10.5% and varying maturity dates. Program participants are a party-in-interest to the Program and these loans were exempt party-in-interest transactions pursuant to Section 408(b)(1) of ERISA.

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FORM 5500, SCHEDULE H, PART IV, LINE (4i)

PLAN NUMBER: 002  
EIN NUMBER: 22-0790350

BRISTOL-MYERS SQUIBB COMPANY  
SAVINGS AND INVESTMENT PROGRAM  
SCHEDULE OF ASSETS (HELD AT YEAR END)  
DECEMBER 31, 2010  
(IN THOUSANDS)

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost Value **	(e) Current Value
*	Bristol-Myers Squibb Company Savings Plan Master Trust	Program's interest in the Bristol-Myers Squibb Company Savings Plan Master Trust	\$	\$ 3,138,976
*	Program participants	Participant loans, with varying maturity dates ranging from 2011 to 2020, and interest rates between 4.25% and 10.5%		17,717
	Total			\$ 3,156,693

\* Denotes a party-in-interest to the Program.

\*\* Cost information is not required for participant directed investments.

Note: See report of independent registered public accounting firm.